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ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

UPDATE ON DISCLOSEABLE TRANSACTION DISPOSAL OF 21.37% EQUITY INTERESTS IN A SUBSIDIARY

Reference is made to the announcements issued by the Company dated 12 August 2021, 29 October 2021, 31 December 2021, 31 March 2022 and 16 May 2022 (the “**Announcements**”) in relation to a Disposal Agreement entered into between the Vendor and the Purchaser in respect of the proposed sale and purchase of approximately 21.37% equity interest in the Target Company (“**Transaction**”). Unless otherwise stated, terms herein shall have the same meanings as those defined in the Announcements.

UPDATE ON TRANSACTION

The Board would like to update the shareholders and potential investors in respect of the progress of the Transaction. The rapid increase in COVID-19 Omicron variant cases since January 2022 has resulted in a significant backlog of investment applications in Vietnam which has prolonged delays and increased the time required for governmental administrative works related to the Transaction. As such, the necessary governmental consents and approvals as required have been significantly delayed. Therefore, on 30 June 2022, the Vendor and Purchaser entered into a 5th supplemental agreement to extend the date for the fulfillment or waiver of the conditions precedent of the Disposal under the Disposal Agreement from 30 June 2022 (as extended by the supplemental agreements entered into between the parties on 29 October 2021, 31 December 2021, 31 March 2022 and 14 May 2022) to 30 July 2022.

In addition, if the conditions precedent under the Disposal Agreement are not fulfilled or waived (if such condition precedent can be waived) on or before 30 July 2022 (“**Fulfilment Date**”), then the Fulfilment Date shall automatically be extended for another one month, and thereafter automatically extended for successive one month period unless either Party gives notice of non-extension at least 15 days prior to the end of relevant period. In the event of such non-extension, at the expiry of the relevant period, the obligations of the parties under the Disposal Agreement shall cease and none of the parties shall have any claim against the other parties, save for any antecedent breach thereof.

Saved as disclosed above, all the terms and conditions of the Disposal Agreement shall remain unchanged and in full force and effect and binding on the parties.

GENERAL

Shareholders and potential investors of the Company should note that the Transaction is subject to satisfaction of certain conditions precedent as set out in the Announcements and this announcement and the Transaction may or may not be completed. Shareholders and potential investors are therefore urged to exercise caution when dealing in the securities of the Company.

By order of the Board
Zioncom Holdings Limited
Kim Jun Yeob
Chairman

Hong Kong, 4 July 2022

As at the date of this announcement, the executive Directors are Mr. Kim Jun Yeob, Mr. Koo Ja Chun, Mr. Xiao Jingen and Mr. Cheng Kwan Yu; and the independent non-executive Directors are Ms. Sin Pui Ying and Mr. Tsang Chung Yu.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.zioncom.net.